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APPROVED
BY THE
COMICS
CODE
AUTHORITY

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the AMAZING SPIDER-MAN

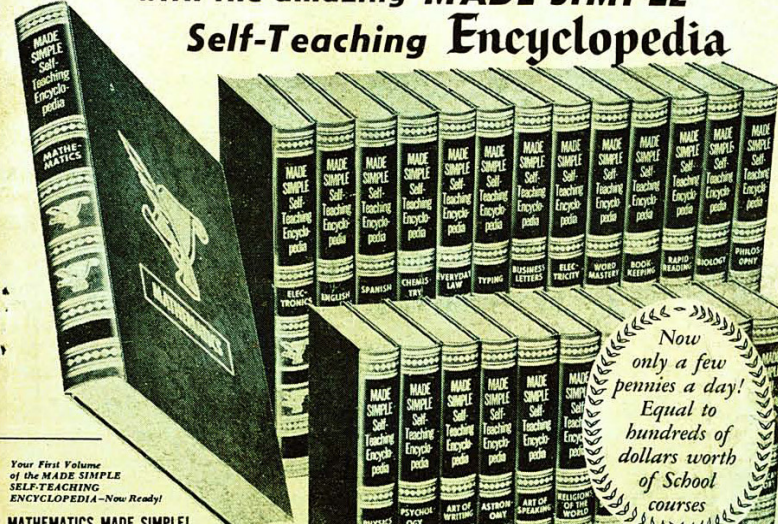
THE
FANTASTIC FOUR
THINK I'M TRAPPED!
BUT THEY DON'T
SUSPECT MY
REAL POWER!

2
GREAT
FEATURE-LENGTH
SPIDER-MAN
THRILLERS!



EXTRA ADDED ATTRACTION: SPIDER-MAN MEETS THE FANTASTIC FOUR, AS
"the **CHAMELEON STRIKES!**"

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(If under 16, parent must sign below)

Name _____
Address _____
City _____ State _____
Parent's Signature _____
Zone _____

SPIDER-MAN

SCRIPT: STAN LEE • ART: STEVE DITKO • LETTERING: JOHNNY DEE

NOTE: SPIDER-MAN FIRST APPEARED AS A FEATURE IN AMAZING FANTASY #15 AUG. SO GREAT WAS YOUR RESPONSE VIA LETTERS AND POSTCARDS, THAT IT WAS DECIDED TO GIVE HIM HIS OWN MAGAZINE! A BRIEF SUMMARY FOLLOWS...

FREAK!
PUBLIC
MENACE!



SURE, YOU'VE READ MANY STORIES ABOUT MANY DIFFERENT MAGAZINE HEROES! BUT THERE'S NEVER BEEN A STORY LIKE THIS ONE-- BECAUSE THERE'S NEVER BEEN A HERO LIKE--- SPIDERMAN!

V-816

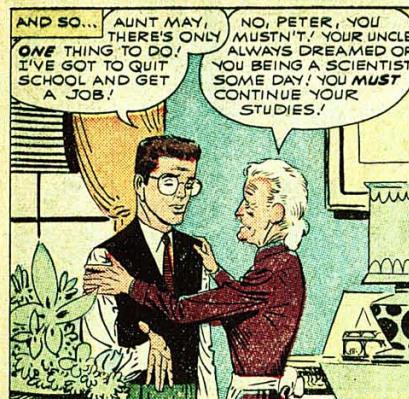
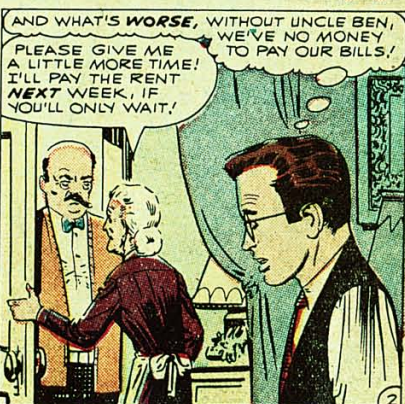
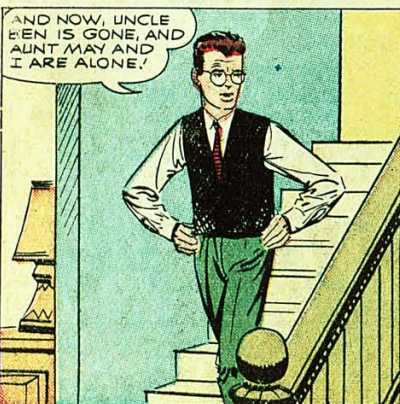
OUR SCENE IS THE BEDROOM OF PETER PARKER, THE TEEN-AGE STUDENT WHOM MANY CONSIDER TO BE A SHY BOOKWORM... BUT, OH, IF THEY ONLY KNEW!



BUT WHILE I WAS BUSY SHOWING OFF, AN ARMED BURGLAR FIRED ONE FATAL SHOT AT UNCLE BEN WHEN HE WAS SURPRISED ROBBING OUR HOUSE!

"AS SOON AS I LEARNED WHAT HAD HAPPENED, I SPED THRU THE CITY VIA MY SPIDER'S WEB, LUSTING FOR VENGEANCE!"

"AND I SOON CAUGHT THE KILLER, AND TURNED HIM OVER TO THE POLICE!"

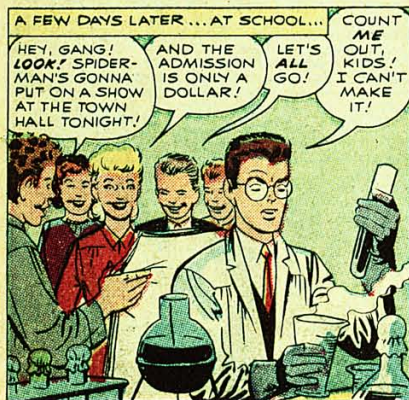
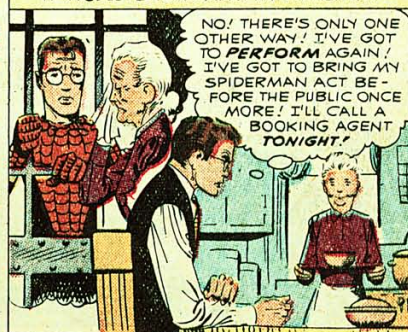


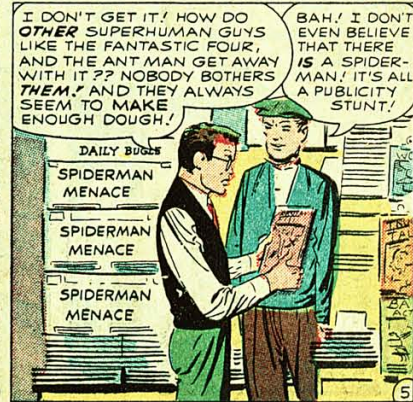
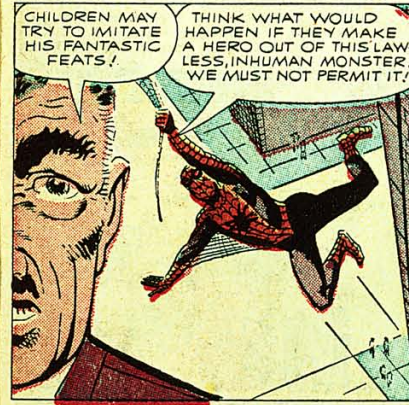
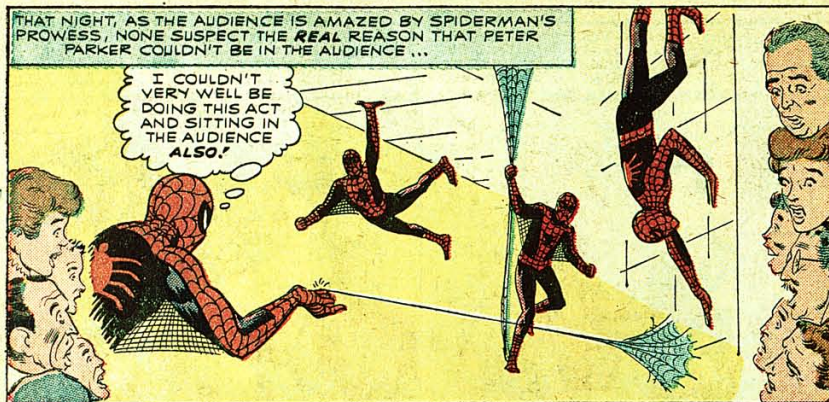
"I CAN GO ANYWHERE! NO ONE, NOTHING CAN STOP ME!"

"ANY AMOUNT OF MONEY COULD BE MINE-- JUST FOR THE TAKING!"



"BUT NO! WHAT AM I THINKING OF?? I'M NO CRIMINAL! I'M NOT A THIEF! BESIDES, IF I WERE EVER ARRESTED AND IMPRISONED, IT WOULD BREAK AUNT MAY'S HEART!"



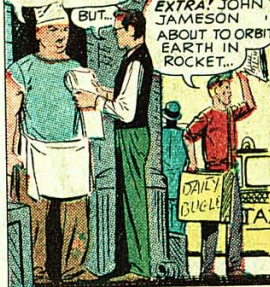


WELL, IF I CAN'T MAKE A LIVING AS SPIDERMAN, THE ONLY OTHER THING TO DO IS FIND A PART-TIME JOB! I'LL TAKE A LOOK THRU THE WANT ADS...



BUT AGAIN PETER PARKER MEETS WITH FRUSTRATION...

SORRY, SONNY! I AIN'T LOOKIN' FOR A SCHOOL KID! THE JOB I ADVERTISED IS FOR A MAN!



SAY--THAT LOOKS LIKE--IT'S! IT'S AUNT MAY! I WONDER WHERE SHE'S GOING?

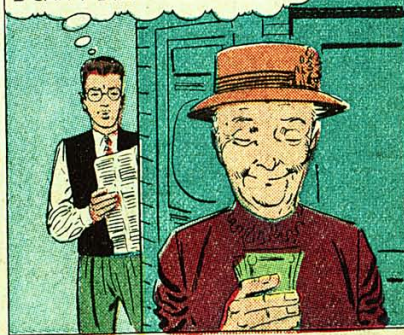


OH, NO! SHE'S PAWNING HER JEWELRY!

SHE MUST BE DESPERATE FOR MONEY! BUT SHE DOESN'T WANT ME TO KNOW! SHE DOESN'T WANT TO WORRY ME!



FOR ME! SHE'S DOING IT ALL FOR ME! AND THERE'S NO WAY I CAN REPAY HER! NO WAY I CAN HELP HER! I CAN'T EVEN FIND A JOB!



EXTRA! JOHN JAMESON, SON OF THE PUBLISHER OF THE "DAILY BUGLE" ABOUT TO ORBIT EARTH! EXTRA!

IT'S ALL HIS FAULT! BECAUSE OF HIM, I CAN'T PERFORM IN PUBLIC AS THE SPIDERMAN!



BUT I CAN'T GIVE UP! I'VE GOT TO EARN SOME MONEY--SOMEHOW!

I CAN'T LET AUNT MAY DOWN! EVEN IF IT MEANS THE SPIDERMAN WILL AGAIN STALK THE CITY BY NIGHT!



CONTINUED AFTER NEXT PAGE.

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To Men Who Want Big Money but Don't Know How to GET STARTED

How to Cash in on Opportunities in AIR CONDITIONING AND REFRIGERATION

Like any other ambitious man, you want to get ahead. A top-pay job or your own business, security, better living--these are highly desirable benefits. How do you get them? Best thing to do is switch over to an industry which offers plenty of opportunities. Air Conditioning and Refrigeration is just such a field. It's one of the fastest-growing. Air Conditioning is widely used in homes, autos, offices and factories. It's growing so fast that 20,000 newly-trained mechanics and technicians are needed each year!

Why don't you get ready for success? CTI can help you in a big way. For complete information, just mail coupon below. No obligation whatever.



START YOUR OWN BUSINESS

You don't need a big shop or expensive equipment. CTI training and tools are the only essentials at first. Even as you train, you can start your own repair and maintenance shop. Begin in a small way from your home. Go into a full-time business after your customer list is built up. In time, you can add a sales division. Manufacturers offer attractive franchises and merchandising aids to ambitious men.

Read What Graduates Say:

"I started my own business. Your course gave me confidence and a good working knowledge. I earn \$800 to \$900 a month now. While training I earned \$1400."--Dale Landsberger, Okla.

"My wages have tripled since I entered this field."--James Weist, Minnesota.

"I am a repair man for a local dealer and earn \$200 a month over what I used to."--Eugene Fields, N. Dak.

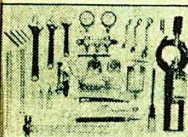
Prepared for Beginners

Don't be afraid of training because you have been out of school for some time--or even if you were once a poor student. It's easy to learn Air Conditioning and Refrigeration service and repair. CTI lessons are simple and easy to follow. Many pictures are used to show operating principles. Much of your training is with kits, for you build a complete refrigeration system, and work on 20 shop projects. An instructor will help you. CTI will keep your interest high. Mail coupon!

You Build a Complete Refrigeration System

Learn by Practicing--Get Experience as
You Train with 25 Kits of Parts and Tools

CTI training is practical, interesting and easy. You get 25 kits of parts and tools to build a refrigeration system. You also complete 20 shop projects. Then you can go a step farther and build an air conditioner, freezer or refrigerator. Only CTI sends parts to build a new, semi-sealed condensing unit (see right.).



You get wrenches, tube flaring tools, hammer, tubing, gauges and other items used by experienced mechanics. All tools and parts are of top quality. Using tools on real projects provides valuable experience.

EARN MONEY SOON AFTER YOU START

Many CTI students earn money in spare time. Some handle service and repair on a monthly fee basis. They maintain refrigerating and air conditioning equipment in food stores, restaurants, taverns, office buildings and homes. Others earn cash making home and commercial calls. By graduation, you may well have a full-time business in operation.



Mail Coupon for 3 Free Booklets

If you are interested in a high-pay job or a shop of your own, fill out and mail coupon. CTI will send three valuable booklets to help you plan a bright future in a gigantic but still-expanding industry. All information is free, so mail coupon today.



Commercial Trades Institute
Chicago 26, Illinois

Accredited by National Home Study Council

COMMERCIAL TRADES INSTITUTE
1400 Greenleaf Avenue
Chicago 26, Illinois

Dept. R-135

Send three free booklets: Success in Air Conditioning and Refrigeration; Proof from Graduates; and Lesson Samples. There is no obligation.

Name _____ Age _____

Address _____

City _____ Zone _____ State _____

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SPIDER-MAN

NEXT DAY, HAVING NOTHING BETTER TO DO, PETER PARKER FINDS HIMSELF AMONG THE SPECTATORS ANXIOUSLY AWAITING THE ORBIT FLIGHT OF JOHN JAMESON.

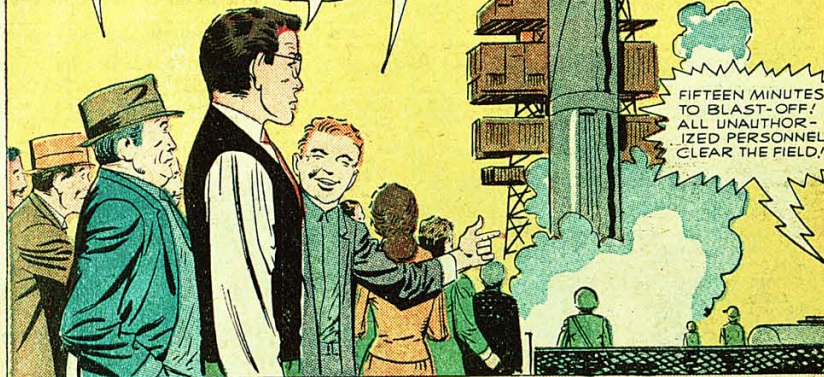
IT SURE MUST TAKE A LOT OF COURAGE TO GO UP IN ONE OF THOSE BABIES.

I'LL BET EVEN SPIDER-MAN WOULD THINK TWICE BEFORE VOLUNTEERING FOR THIS RIDE, HUH?

I SUPPOSE SO...

PART 2

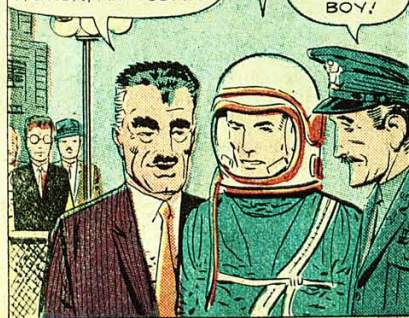
FIFTEEN MINUTES TO BLAST-OFF! ALL UNAUTHORIZED PERSONNEL CLEAR THE FIELD!



THIS IS IT, JOHN! MAKE YOUR COUNTRY PROUD OF YOU, SON-- AS PROUD AS I, YOUR FATHER, AM TODAY!

I'LL DO MY BEST, DAD-- I PROMISE!

GOOD LUCK TO YOU, BOY!



MINUTES LATER, THE CAPSULE, WITH JOHN JAMESON INSIDE, IS SET IN ORBIT BY A PERFECT LAUNCH...



BUT THEN, DISASTER STRIKES! A SMALL SECTION OF THE FORWARD GUIDANCE PACKAGE BREAKS LOOSE FROM THE CAPSULE, AND FALLS INTO SPACE...



WITHOUT THIS ESSENTIAL GUIDANCE UNIT, THE CAPSULE GOES INTO AN ERRATIC ORBIT, COMPLETELY OUT OF CONTROL!



SOMETHING'S WRONG! I CAN'T CONTROL HER!

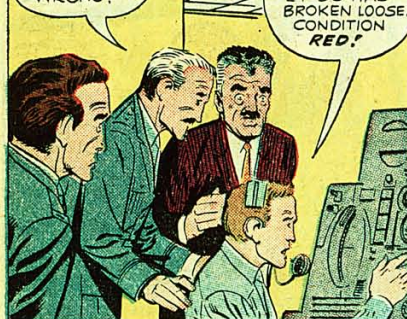
THIS FLASHING RED LIGHT! IT CAN MEAN ONLY ONE THING! I'VE LOST THE HEART OF THE GUIDANCE DEVICE! THERE IS NO WAY TO DIRECT THE CAPSULE NOW!



MEANWHILE, MILES AWAY...

WHAT IS IT? WHAT WENT WRONG?

CAPSULE IS OUT OF CONTROL, SIR! COMPONENT 24-38 HAS BROKEN LOOSE! CONDITION RED!



WHAT'S THAT?? WITHOUT THE MISSING PART HE WILL CONTINUE TO GO INTO LOWER AND LOWER ORBIT UNTIL HE CRASHES TO EARTH!

GENTLEMEN, WE HAVEN'T MUCH TIME! WE MUST FIND SOME WAY TO SAVE JOHN JAMESON'S LIFE, EVEN THOUGH THE CAPSULE IS DOOMED!



ACTING WITH DESPERATE SPEED, THE SPACE TECHNICIANS ATTEMPT TO DROP A STEEL NET TO CATCH THE CAPSULE, BUT WITH NO SUCCESS!

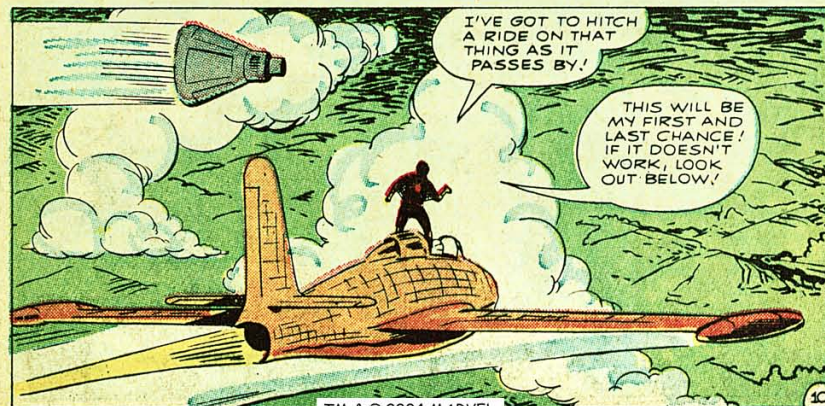
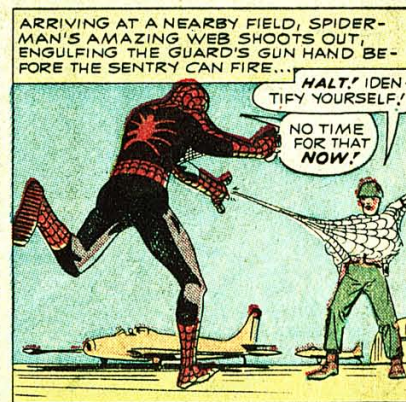


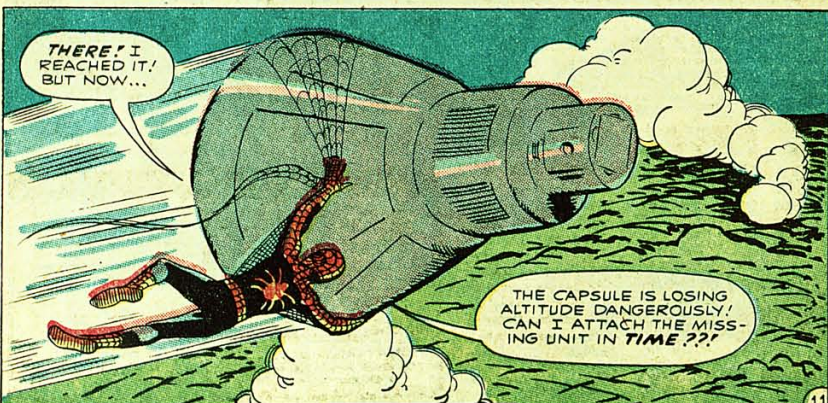
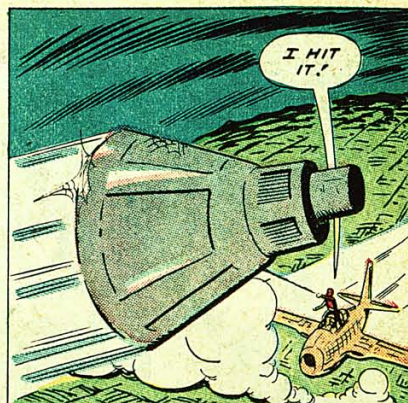
A COMPLETE MISS! WE'VE GOT TO FIND A BETTER WAY!

WHILE, UNSUSPECTED BY ALL, A BETTER WAY DOES EXIST! IN THE FORM OF PETER PARKER, WHO HAS OBSERVED THE ENTIRE DRAMATIC EVENT...



THERE'S ONLY ONE PERSON WHO CAN SAVE JOHN JAMESON...





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An Amazing Invention—"Magic Art Reproducer" DRAW THE FIRST DAY NO LESSONS! NO TALENT!

Anyone can Draw With This
Amazing New Invention—
Instantly!



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Complete for only

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A New Hobby Gives You A Brand New Interest!

Yes, anyone from 5 to 80 can draw or sketch or paint anything now... the very first time you use the "Magic Art Reproducer" like a professional artist—no matter how "hopeless" you think you are! An unlimited variety and amount of drawings can be made. Art is admired and respected by everyone. Most hobbies are expensive, but drawing costs very little. Just some inexpensive paper, pencils, crayons, or paint. No costly upkeep, nothing to wear out, no parts to replace. It automatically reproduces anything you want to draw on any sheet of paper. Then easily and quickly follow the lines of the "picture image" with your pencil... and you have an accurate original drawing that anyone would think an artist had done. No guesswork, no judging sizes and shapes! Reproduces black and white and actual colors for paintings.

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FREE!

"How to Easily Draw Artists' Models"
This valuable illustrated guide is yours free with order of "Magic Art Reproducer." Packed with pictures showing all the basic poses of artists' models with simple instruction for beginners of art. Includes guidance on anatomy, techniques and figure action.

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Just send name and address. Pay postman on delivery \$1.98 plus postage. Or send only \$1.98 with order and we pay postage. You must be convinced that you can draw anything like an artist, or return merchandise after 10-day trial and your money will be refunded.

NORTON PRODUCTS

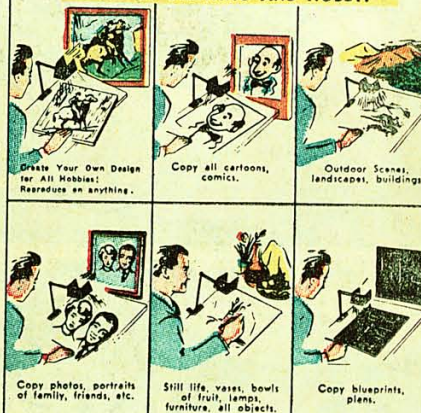
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Even if You CAN'T DRAW

A STRAIGHT LINE

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Friends, Anything From
REAL LIFE—Like An Artist...
Even if You CAN'T DRAW
A Straight Line!

ALSO EXCELLENT FOR EVERY OTHER
TYPE OF DRAWING AND HOBBY!



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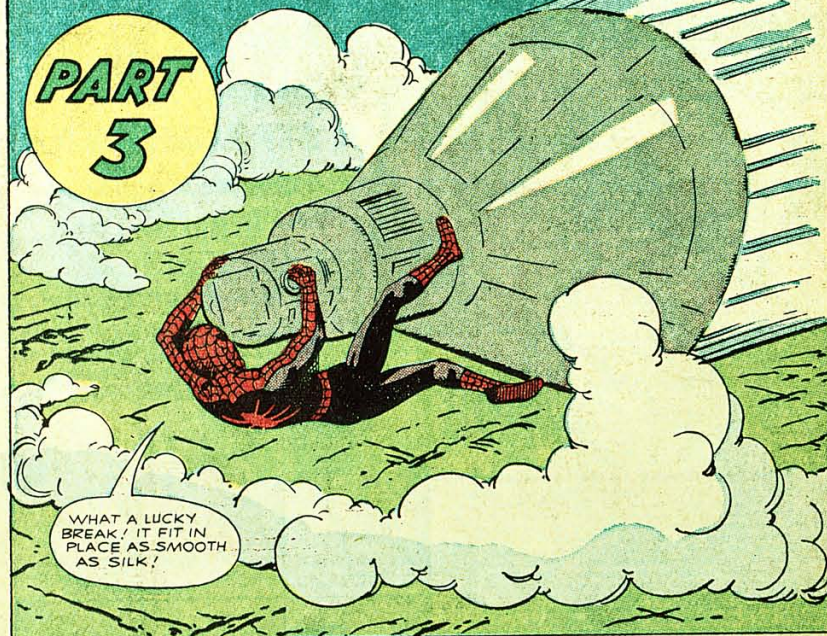
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Name _____
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☐ Check here if you wish to save postage by sending only \$1.98 with coupon. Same Money Back Guarantee!

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SPIDER-MAN

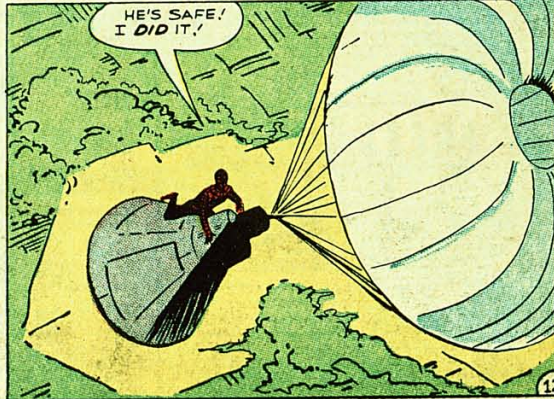
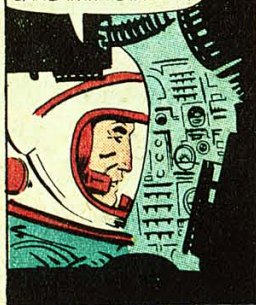
**PART
3**



WHAT A LUCKY
BREAK! IT FIT IN
PLACE AS SMOOTH
AS SILK!

AND, WITHIN THE CAPSULE...

CAPSULE UNDER MANUAL
CONTROL AGAIN! WILL
EJECT CHUTE AND
LAND IMMEDIATELY!



HE'S SAFE!
I DID IT!

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SPIDERMAN SUCCEEDED!
THE CAPSULE IS ABOUT
TO LAND!

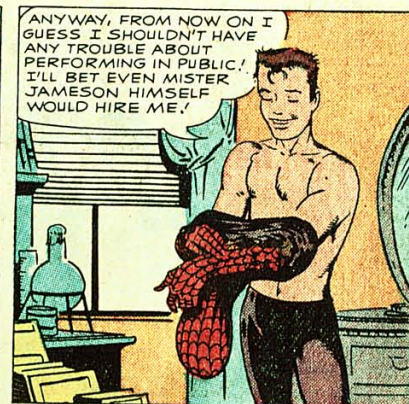
MY BOY!
HE'S **SAFE!**



THIS IS AS GOOD A TIME AS ANY FOR
ME TO GET OFF! I'LL BET I'M THE
ONLY LIVING PERSON WHO
EVER HAD A RIDE
LIKE **THAT** BEFORE!



I'D BETTER MAKE MYSELF
SCARCE NOW! I'D JUST
BE EMBARRASSED IF
EVERYONE WANTS TO
CONGRATULATE ME
AND MAKE A BIG
FUSS ABOUT WHAT
I'VE DONE!

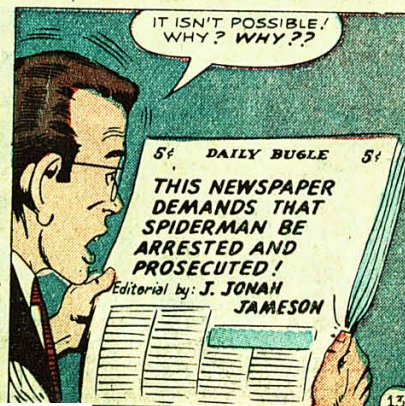


ANYWAY, FROM NOW ON I
GUESS I SHOULDN'T HAVE
ANY TROUBLE ABOUT
PERFORMING IN PUBLIC!
I'LL BET EVEN MISTER
JAMESON HIMSELF
WOULD HIRE ME!

BUT, WHEN HE READS THE NEXT EDITION
OF THE NEWSPAPER, PETER PARKER IS
ASTOUNDED TO SEE...



OH, NO! IT
CAN'T BE!



IT ISN'T POSSIBLE!
WHY? WHY??

5¢ DAILY BUGLE 5¢
**THIS NEWSPAPER
DEMANDS THAT
SPIDERMAN BE
ARRESTED AND
PROSECUTED!**
Editorial by: J. JONAH
JAMESON

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UNFORTUNATELY, IF SOMETHING IS SHOUTED LOUD ENOUGH, THERE ARE ALWAYS THOSE WHO WILL BELIEVE IT...

THEY FEAR ME MORE THAN EVER NOW!
SPIDERMAN OUGHTTA BE RUN OUT OF THE COUNTRY!
AND HOW!



AND, FINALLY--UNDER PRESSURE OF THE ANGRY NEWSPAPERMAN'S CONTINUAL BARRAGE...

WANTED



REPORT HIM TO NEAREST F.B.I. OFFICE

SPIDERMAN

REWARD FOR HIS CAPTURE



AND SO, A LONELY BOY SITS AND BROODS, WITH THE FATE OF SOCIETY AT STAKE! WHAT WILL HIS DECISION BE? WHAT WILL SPIDERMAN DO NEXT ?? ONLY TIME WILL TELL!

The END

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Name

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IN ONE HOUR - GIANT FOOT CHARTS!

Now it's easy to learn any dance AT HOME in 1 HOUR with GIANT FOOT CHARTS. Surprise your friends with NEW steps in CHA-CHA, JITTERBUG, FOX TROT, TWIST! Place the Giant Foot Charts on floor. Left foot red, right foot black. Turn on radio - and START TO DANCE. You step from one to the other, following easy-to-understand directions. Simple as A-B-C. Anybody "catches on" in minutes - teenagers, husband and wife, or old folks. This NEW MODERN WAY will make a good dancer out of YOU! Gain new self-confidence and friends ... look professional on the dance floor. Be popular with dates. Avoid the embarrassment of not knowing the "latest steps." Learn over 30 new steps ... Includes 100 pictures. Send \$1 plus 50c handling-get 1 complete American-Style Dance Course including Fox Trot, Jitterbug, TWIST and Waltz. SPECIAL Send \$2, plus 50c handling (\$2.50 total) and get BOTH American-Style and Latin-American Courses including Cha-Cha-Cha, Rhumba, Tango, Mambo and Meringue. (Necessary Giant Foot Charts-included.) Satisfaction Guaranteed - or return Courses and Money Refunded. Send cash or check (save c.o.d. fee). ORDER TODAY.

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SPIDER-MAN

VS. THE CHAMELEON!



HOW CAN YOU DEFEAT A MAN WHO CAN CHANGE HIS IDENTITY BEFORE YOU CAN CATCH HIM?? PERHAPS YOU DON'T KNOW THE ANSWER, BUT THE SPIDER-MAN WAS DETERMINED TO FIND OUT-- NO MATTER WHAT THE COST!

**EXTRA BONUS
EXTRA!!**

IN THIS SAME AMAZING TALE YOU WILL MEET AMERICA'S MOST FAMOUS, MOST COLORFUL GROUP OF SUPER-ADVENTURERS THE FANTASTIC FOUR!!

SCRIPT..... STAN LEE
ART..... STEVE DITKO
LETTERING.... JOHN DUFFY

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WE KNOW HIM. AS PETER PALMER... BUT THE WORLD KNOWS HIM ONLY AS SPIDER-MAN!

SAY! WHY DIDN'T I THINK OF IT BEFORE? THERE'S THE WAY I CAN MAKE SOME MONEY-- BY JOINING THE FANTASTIC FOUR!



THEY'LL PROBABLY JUMP AT THE CHANCE TO HAVE A TEEN-AGER WITH SUPER-POWERS WORKING WITH THEM! IT'LL BE A NATURAL!



UH OH-- I FORGOT! IT CAN ONLY BE OPERATED BY ONE OF THE FOUR, USING A SPECIAL ELECTRONIC BEAM!



WELL, THAT WON'T STOP SPIDER-MAN! FORCING A COUPLE OF LOCKED DOORS OPEN IS MERE CHILD'S PLAY FOR-- HECK! I DIDN'T FIGURE THE ELEVATOR WOULD BE ABOVE ME! NO ROOM TO CLIMB PAST IT!



MINUTES LATER, PETER PALMER REACHES THE ROOF OF AN ADJOINING BUILDING... WELL, THERE'S MORE THAN ONE WAY TO SKIN A CAT! I SHOULD'VE THOUGHT OF THIS RIGHT AWAY!



THEY'LL PROBABLY BE TWICE AS IMPRESSED WHEN THEY SEE HOW EASILY I GET INTO THEIR PRIVATE SKYSCRAPER HEADQUARTERS!



HERE GOES NOTHING!



MEANWHILE, DOWN BELOW... IT'S THE SPIDER-MAN! HE'S HEAD-ON THAT BONUS I'LL GET FOR THIS SHOT! HE'S HEAD-ON THAT STRAND OF WEB LIKE A HUMAN SPIDER!



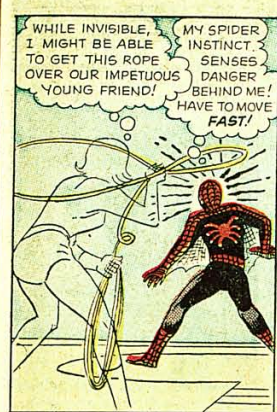
AT THAT MOMENT, AN ALARM RINGS IN THE READY ROOM OF THE FANTASTIC FOUR...

THE ALARM! SOMEONE IS TRYING TO SNEAK IN! HE MUST BE SOME KINDA NUT TO THINK HE CAN TAKE US BY SURPRISE! BRIN-N-NG!

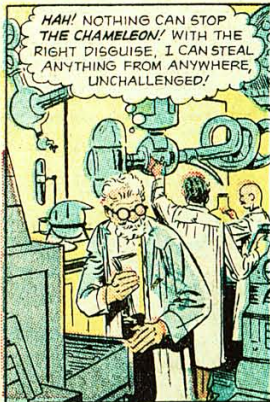
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REWARD \$9,985.50 FOR THIS COIN!



ILLUSTRATED: 1904 Silver Dollar, 19,000 Minted, only 12 accounted for—where are the rest?

MAIL MONEY-SAVING NO-RISK
FREE TRIAL COUPON NOW!

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A PERSONAL MESSAGE FROM

SPIDER-MAN

Hi, friends!

Hope you enjoyed this issue of the new AMAZING SPIDER-MAN!

Beginning with our THIRD ISSUE* there'll be a letters page for your knocks and boosts, called THE SPIDER'S WEB! So, send your letters along now to SPIDER-MAN, THIRD FLOOR, 655 MADISON AVE., N. Y. 21, N. Y.!

Don't miss my new and different adventures in issue #2, on sale the beginning of February, 1963. Better ask your dealer to reserve your copy NOW, because judging by advance reports the demand will be greater than the supply!

Yours for thrills and fantasy... *Spider-Man*

*NOTE:

We can't print your letters till our THIRD issue because our SECOND issue will already be on the presses by the time you read this!

STAMPS

STAMP COLLECTING OUTFIT

A packet of stamps from all parts of world. A package of stamp hinges; perforation gauge and millimeter scale; watermark detector. Everything ONLY 10¢ to approval buyers.
LORRAINE W. BROWN, Dept. 10, Marion, Mich.

1c

Thousands of beautiful stamps at only 1¢ each—why pay more when you can get the best for less. Write today for approvals.
Penny Stamp Service
Orange, California

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To introduce our BETTER U.S. APPROVALS we offer 15 of the most wanted U.S. stamps, including a Columbian, 5¢-Cents, Army-Navy, Famous American, Airmail and other Commems. for only 10¢.
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25 DIFF. CHINA 10¢

BIG Value ONLY 10¢ to Approval Buyers. EXTRA! We give our regular customers a 50,000 State Album after certain purchases.
WEST COAST STAMPS, Box 2187-X, Santa Ana, Calif.

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10 diff. Luxembourg plus colorful unissued commems. collection ONLY 10¢ with approvals. EXTRA! United Nations Stamp and on our mail.
SUNLITE STAMP CO., Box 1259-C, New York 17, N.Y.

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225 STAMPS FOR ONLY 10¢

THIS MAMMOTH VALUE INCLUDES STAMPS WORTH UP TO 25¢! ALSO APPROVALS. WRITE TODAY!

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SALTZ'S NEW MONKEY! Just your name and address, pay \$2.99 plus \$0.10 postage. (Or send \$3.00 with order and I pay postage.) Same guarantee. Write now: PO Box 144, Studio 195-A, Avon by the Sea, N.J.

307 WORLD ALL DIFFERENT 25¢

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POEMS WANTED

For musical setting. Send your Poems today for free examination. Any subject. Immediate consideration.
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SONG IDEAS WANTED

Songwriters, with publisher contacts, want song ideas. SHARE ROYALTIES. NO FEES. Send poems: SONGWRITERS' ASSOCIATES
Studio 19, 1650 Broadway, New York 19, N.Y.

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NEW — POCKET SIZE INVENTION HELPS HYPNOTIZE YOURSELF or OTHERS IN MINUTES!

MUST WORK OR MONEY BACK!
Hold the asymetron in front of the person you want to hypnotize. Gently vibrate the plastic lens. This sets a vibrating hypnotic pattern into motion that is fascinating. It captures and holds the subject's gaze. Now give your hypnotic suggestions. Get the most out of your hypnosis with a FREE revealing booklet of secrets and instructions that tell you what to say and do, how to command and hypnotize with the snap of a finger, how to thrill and amaze them with hypnotic stunts, etc. Get the COIN, Booklet and Stand for Self Hypnosis — only \$1.00 post. Send in a plain wrapper. Money back if not delighted!
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WANTED for musical setting and recording. Send poems. Free Examination.
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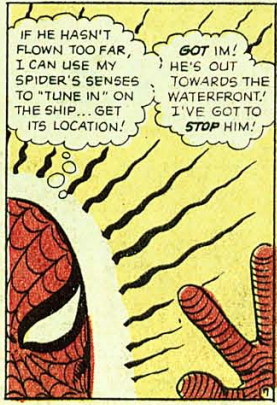
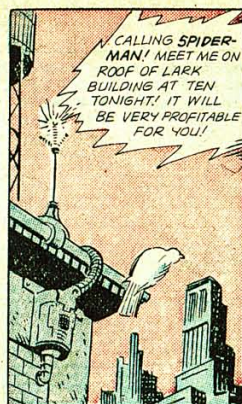
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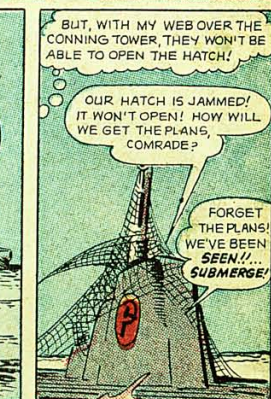
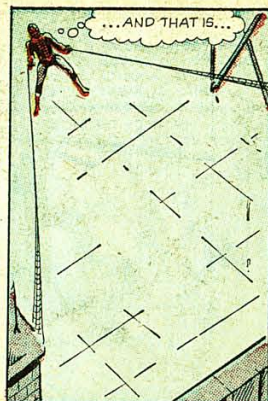
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I'VE GOT TO REACH THAT EXIT BEFORE HE DOES! THIS IS THE FASTEST WAY!



THAT FIGURE-- LEAVING THE OTHERS-- IT'S HIM!



BUT, AS THE LIGHTS GO ON AGAIN, THE CHAMELEON RESORTS TO ONE, LAST, DESPERATE RUSE...

HELP! GRAB HIM! IT'S THE CHAMELEON, DISGUISED AS SPIDER-MAN AGAIN!

WHA...?



OH, NO, YOU DON'T! YOU'RE NOT GONNA FOOL US THAT WAY A SECOND TIME!

WAIT!... HE'S LYING! I AM SPIDER-MAN!

IT WORKED! NOW TO SLIP AWAY!



IN A FIT OF WHITE-HOT FURY, THE POWERFUL SPIDER-MAN WRENCHES FREE OF THE STARTLED OFFICERS' GRASP, AND...

LOOK AT HIM GO UP THAT WALL! HE WAS THE REAL SPIDER-MAN!

EVERY TIME I TRY TO HELP, I GET INTO WORSE TROUBLE! WELL, THEY CAN CATCH THAT SPY THEMSELVES NOW!



AND WITHIN MINUTES, CATCH HIM THEY DO...

HERE HE IS, CAPTAIN! I SPOTTED HIM BY HIS TORN UNIFORM--I COULD SEE HIS OTHER DISGUISE BENEATH IT!

BLAST IT! I MUST HAVE RIPPED IT IN MY SCUFFLE WITH SPIDER-MAN!



AND, AS THE CHAMELEON IS LED AWAY, A LONE FIGURE LOSES HIMSELF IN THE SHADOWS OF THE SILENT NIGHT...

NOTHING TURNS OUT RIGHT... I SOBE. I WISH I HAD NEVER GOTTEN MY SUPER POWERS!



LATER, AS THE LATE EDITIONS COME OUT, FOUR FAMOUS FIGURES PONDER THE CASE OF THE AMAZING SPIDER-MAN!

REED, HE'S SO POWERFUL, AND SO CONFUSED! WHAT IF SPIDER-MAN EVER TURNS HIS SUPER POWERS AGAINST THE LAW?

YEAH! IF A TEEN-AGER CAN BE SO BLAMED STRONG, HOW STRONG'LL HE BE WHEN HE GETS OLDER?

AW, WE WON'T EVER HAFTA WORRY ABOUT HIM!

WON'T WE, JOHNNY? I WONDER...



AND THE WHOLE WORLD WILL HAVE TO WONDER--UNTIL OUR NEXT GREAT ISSUE! DON'T MISS IT!!

THE END

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104

KINGS' Knights

ONLY \$149 postpaid

Here's What You Get:

- 4 Kings on horseback with swords
- 12 Knights in armor on horseback with pikes
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- 4 Buglers afoot
- 12 Knights on horseback with battle axes
- 20 Footsoldiers with Maces and side swords
- 20 Footsoldiers with swords and shields
- 20 Footsoldiers with long bows

A GLORIOUS SET OF PLASTIC TOYS EVERY CHILD WILL BE PLEASED TO OWN!

Comes in two separate armies... the BLACK KNIGHTS and the WHITE KNIGHTS! Form your own battle lines! Every fight a delight! Fun for everyone in the family

Comes in Treasure Chest box in which to store your toys away! You must be satisfied or your money refunded in full!



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Make extra money next week end! Just visit with friends, relatives and neighbors on Saturday mornings and show them how they'll "walk on air" in Mason comfort shoes! Many a man sells 2, 3, 4 or 6 pairs of Mason shoes on Saturday mornings alone—without "knocking himself out"—and makes as much as \$5 to \$20 or more extra for 2 or 3 hours of his time. **You keep all of your profits!** We furnish you a FREE selling outfit containing everything you need to start making money right away. We carry the stock for you and ship the shoes for you—your profit is clear. You never invest a cent. And think what you'll save on your own shoes, too!

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You'll take orders for over 230 different shoe styles for dress, sport or work, for men and women—a far greater selection than any neighborhood store can possibly stock. And you can fit almost anyone! You'll draw from our 300,000 pair stock with sizes ranging from 2½ to 15, widths AAAA to EEEE! You'll feature exclusive Velvet-ees shoes with foamy-soft air-cushion innersoles that let you "walk on air." You show many other exclusive features... Ripple Sole Shoes, Oil-Resistant Work Shoes, Magic Closure Shoes, colorful styles for women—a line that's far beyond the reach of any store. That's why **EVERYBODY** is your prospect. And because Mason Shoes are never sold through stores, folks must buy from you!

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Fill out and mail coupon below. We'll rush you your FREE Selling Outfit. Kit features 230 fast-selling shoe styles, plus foolproof measuring equipment—and "How To Make Extra Money" booklet. Send no money now or later. Just rush the coupon for your FREE Selling Outfit... enjoy some extra money next Saturday!

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MR. VICTOR MASON
Mason Shoe Mfg. Company, Dept. H-655, Chippewa Falls, Wis.
Dear Victor: Please rush FREE and postpaid my Starting Shoe Business Outfit with **EVERYTHING** I need to start making extra cash Saturday mornings.

Name _____ (PLEASE PRINT)
Address _____
Town _____ State _____

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Chippewa Falls, Wisconsin